

RESTATED ARTICLES OF INCORPORATION OF DOMESTIC STOCK CORPORATION

A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators or the board may amend a corporation's articles pursuant to Sections 901 and 906, California Corporations Code, a certificate signed and verified by a majority of the incorporators or the board, as applicable.

To restate the articles, it is necessary to prepare and file Restated Articles of Incorporation in compliance with Section 910, California Corporations Code.

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the corporation. Refer to Sections 900-910 prior to modification.

THE FEE FOR FILING RESTATED ARTICLES OF INCORPORATION IS \$30.00. The Secretary of State will certify two copies of the filed document without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

A \$15.00 special handling fee is applicable for expedited processing of documents delivered in person, over-the-counter, to the Sacramento office. The \$15.00 special handling fee must be remitted by separate check as it will be **RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.** The special handling fee does not apply to documents submitted by mail.

These documents are not filed in branch offices. Documents **must** be mailed or hand delivered for over-the-counter processing to the Sacramento office:

Business Filings
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit
(916) 657-5448

**PLEASE REFER TO THE CORPORATION NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION**

INSTRUCTIONS:

To restate the Articles of Incorporation you may use the attached sample as a guide. Restated Articles of Incorporation are most often made by the president and secretary of the corporation and for that reason the sample has been formatted using those officers. If the document will be signed by officers other than the president and secretary, or if the sample does not adequately cover the needs of the corporation, applicable modifications must be made to meet the specific requirements of the corporation. Please refer to Sections 900-910, California Corporations Code, prior to modification.

Paragraph 1 - is to be completed with the name of the corporation **exactly** as the name is of record with the Secretary of State.

Paragraph 2 - must set forth the entire text of the Articles of Incorporation, as amended.

NOTE: If the corporation has not yet filed the statement required by Section 1502, California Corporations Code, the Restated Articles must retain the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) exactly as stated in the original Articles of Incorporation. If the corporation has filed the required statement, the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) must be omitted.

Paragraph 3 - must show that the amendment and restatement of the articles has been approved by the board of directors.

Paragraph 4 - must show that the amendment and restatement of the articles has been approved by the outstanding shares (if shares have been issued), including the number of outstanding shares entitled to vote with respect to the amendment. If no shares have been issued, Paragraph 4 must set forth that statement.

The certificate must be dated and signed by the persons making the certificate. Each person's name and title of office should be typed directly below their signature.

To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as your own name, telephone number and return address.

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

(HERE TYPE THE ARTICLES AS AMENDED AND RESTATED)

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is _____. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

OR

4. The corporation has issued no shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

NOTE: Use
only one of the
#4 statements!
DO **NOT** USE
BOTH
STATEMENTS.